

RECORDATION NO. 19489-B FILED
APR 10 '98 10-25AM

ALVORD AND ALVORD
ATTORNEYS AT LAW
918 SIXTEENTH STREET, N.W.
SUITE 200
WASHINGTON, D.C.

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

20006-2973

OF COUNSEL
URBAN A. LESTER

(202) 393-2266

FAX (202) 393-2156

April 10, 1998

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are five (5) copies of a Statement of New Reporting Marks, dated as of April 9, 1998, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Security Agreements, Equipment Leases and other documents associated therewith which were previously filed with the Commission/Board under Recordation Number 19489.

The name and address of the party to the enclosed document are:

Borrower/Lessee: Consolidated Rail Corporation
2001 Market Street
Philadelphia, Pennsylvania 19101

A description of the railroad equipment and documents covered by the enclosed statement is set forth on the schedules attached thereto.

Counterpart - [Signature]

RECORDATION NO. 14489-B FILED

APR 10 '98

10-25AM

April 9 STATEMENT OF NEW REPORTING MARKS dated as of
1998, by CONSOLIDATED RAIL CORPORATION, a Pennsylvania
corporation (hereinafter called "Conrail").

Conrail is party to that certain agreement specified in Item 1 of Schedule A hereto (hereinafter called the "Security Agreement"), with the party specified in Item 2 of Schedule A hereto (hereinafter called the "Secured Party"), covering the units of railroad equipment specified in Schedule B hereto (hereinafter called the "Subject Equipment") and certain other units of railroad equipment.

Evidence of the Security Agreement has been recorded with the Surface Transportation Board or the Interstate Commerce Commission on the date specified in Item 3 of Schedule A hereto, and assigned the recordation number specified in Item 4 of Schedule A hereto.

Conrail contemplates changing the reporting marks of the Subject Equipment from "CR" to "NYC", both of which marks are assigned to Conrail by the Association of American Railroads.

Conrail is executing this statement of new reporting marks and recording the same with the Surface Transportation Board pursuant to section 11301 of Title 49 of the United States Code to show for the public record both such reporting marks, and to preserve the protection of the rights afforded to the Secured Party in the Subject Equipment by said section 11301, when, if, as and whether such reporting marks are changed.

CONSOLIDATED RAIL CORPORATION

by Thomas J. McTigue

SCHEDULE A

Item 1, Security Agreement:

dated as of June 27, 1995

Item 2, Secured Party:

Wilmington Trust Company
Rodney Square North, 1100 N. Market Street
Wilmington, DE 19890

Item 3, date of recordation of Security Agreement:

June 27, 1995

Item 4, recordation number of Security Agreement:

19489

Schedule B

Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers	Original Reporting Marks and Identifying Numbers	New Reporting Marks and Identifying Numbers
CR 497425	NYC 497425	CR 497532	NYC 497532
CR 497426	NYC 497426	CR 497535	NYC 497535
Cr 497428	NYC 497428	CR 497536	NYC 497536
CR 497432	NYC 497432	CR 497537	NYC 497537
CR 497437	NYC 497437	CR 497538	NYC 497538
CR 497438	NYC 497438	CR 497547	NYC 497547
CR 497440	NYC 497440	CR 497549	NYC 497549
CR 497442	NYC 497442	CR 497550	NYC 497550
CR 497446	NYC 497446	CR 497551	NYC 497551
CR 497447	NYC 497447	CR 497552	NYC 497552
CR 497448	NYC 497448	CR 497556	NYC 497556
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CR 497456	NYC 497456	CR 497567	NYC 497567
CR 497458	NYC 497458	CR 497568	NYC 497568
CR 497461	NYC 497461	CR 497569	NYC 497569
CR 497465	NYC 497465	CR 497570	NYC 497570
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CR 497467	NYC 497467	CR 497573	NYC 497573
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CR 497527	NYC 497527	CR 497652	NYC 497652
CR 497528	NYC 497528	CR 497653	NYC 497653
CR 497529	NYC 497529	CR 497656	NYC 497656

Schedule B

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
Numbers**

**Original Reporting
Marks and Identifying
Numbers**

**New Reporting
Marks and Identifying
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Schedule B

**Original Reporting
Marks and Identifying
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**New Reporting
Marks and Identifying
Numbers**

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**New Reporting
Marks and Identifying
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Schedule B

**Original Reporting
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COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF PHILADELPHIA)

SS.:

On this 9th day of April 1998, before me personally appeared Thomas J. McFadden, to me personally known, who, by me being duly sworn, says that he is Treasurer of CONSOLIDATED RAIL CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Elizabeth C. Gallagher
Notary Public

My commission expires:

NOTARIAL SEAL
ELIZABETH C. GALLAGHER, Notary Public
City of Philadelphia, Phila. County
My Commission Expires May 31, 1999

Vernon A. Williams
April 10, 1998
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return four (4) stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read 'R. Alvord', written in black ink.

Robert W. Alvord

RWA/bg
Enclosures

SURFACE TRANSPORTATION BOARD

WASHINGTON, DC., 20423-0001

OFFICE OF THE SECRETARY

Robert W. Alvord

Alvord and Alvord

918 Sixteenth Street, NW., Ste. 200

Washington, DC., 20006-2973

DATE: 4/10/98

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C

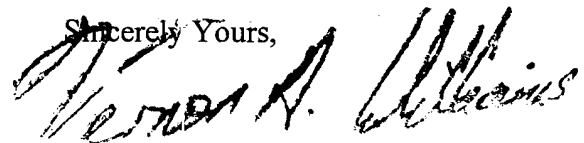
11301 and 49 CFR 1177.3 (c), on 4/10/98

at 10:25 AM

20321-A

assigned recordation numbers (s). ~~5403~~, 5403-D, 5510-I, 5565-G, 5685-H, 5760-H, 8397-C, 9299-D, 9751-A, 12014-F, 14479-B, 14635-C, 16732-A, 16733-A, 16734-A, 16911-D, 17359-C, 17490-E, 17509-A, 17669-A, 17670-A, 17943-E, 18414-G, 19113-B, 19325-A, 19326-A, 19489-B, 19871-I, 20204-A, 20403-Q, 20930-A, 20940-A, 20959-A, and 21194-A.

Sincerely Yours,



Vernon A. Williams
Secretary

Enclosure(s)

884.00

\$-----The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid. In the event of an error or any questions concerning this fee you will receive a notification after the Surface Transportation Board has had an opportunity to examine your document.

